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RECORDATION NO. **23669-D** REC'D

DEC 14 '01

7-02 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 14, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment, a secondary document, dated as of December 10, 2001. The primary document to which this is connected is recorded under Recordation No. 23669. We request that this document be recorded under Recordation No. 23669-D.

The name and address of the party to the Amendment is:

Lessor:

General Electric Railcar Services Corporation
161 North Clark Street
Chicago, IL 60601

A description of the equipment covered by the Amendment consists of 250 Intermodal Cars numbered BRAN 7250-7499, inclusive.

BALL JANIK LLP

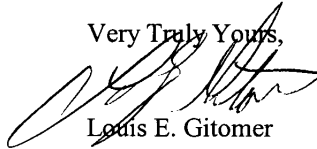
Honorable Vernon A. Williams
December 14, 2001
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A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Amendment by General Electric Railcar Services Corporation, 161 North Clark Street, Chicago, IL 60601, covering 250 Intermodal Cars numbered BRAN 7250-7499, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

AMENDMENT

This is to provide notice that General Electric Railcar Services Corporation, and not General Electric Railcar Services, Inc., is the lessor in the: (1) Memorandum of Lease Agreement dated as of September 25, 2001, which was recorded on September 26, 2001 under Recordation Number 23669; (2) Memorandum of Lease Agreement dated as of October 2, 2001, which was recorded on October 3, 2001 under Recordation Number 23669-A; (3) Memorandum of Lease Agreement dated as of November 1, 2001, which was recorded on November 1, 2001 under Recordation Number 23669-B; and (4) Memorandum of Lease Agreement dated as of December 3, 2001, which was recorded on December 3, 2001 under Recordation Number 23669-C.

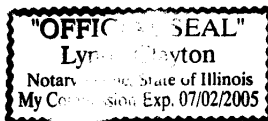
General Electric Railcar Services Corporation

By: Joseph Lattanzio
Title: Executive Vice President

STATE OF ILLINOIS)
) ss.
County of Cook)

On this 10th day of December, 2001, before me, Lynda Clayton, the undersigned Notary Public, personally appeared Joseph Lattanzio personally known to me to be the person who executed the within instrument as Executive Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Commission Expires: July 2, 2005



Lynda Clayton
Notary Public

CHI:968705.1

23669-D

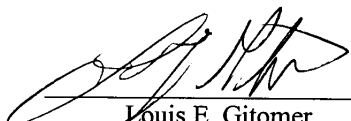
DEC 14 '01

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SURFACE TRANSPORTATION BOARD

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Amendment dated as of December 10, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 14, 2001